UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11

SEARS HOLDINGS CORPORATION, et al.,

Case No. 18-23538 (RDD)

: (Jointly Administered)

Debtors.1 :

AFFIDAVIT OF SERVICE

I, Jesse Offenhartz, depose and say that I am employed by Prime Clerk LLC ("**Prime** Clerk"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On November 12, 2018, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via Email on the Master Email Service List attached hereto as **Exhibit A**:

- Certificate of No Objection Regarding Application of Debtors' for Authority to Retain and Employ Paul, Weiss, Rifkind, Wharton & Garrison LLP as Attorneys for the Debtors and Debtors in Possession *nunc pro tunc* to the Petition Date [Docket No. 647]
- Certificate of No Objection Regarding Application of Debtors' for Authority to Retain and Employ Alvarez & Marsal North America, LLC as Financial Advisor for the Debtors and Debtors in Possession *nunc pro tunc* to the Petition Date [Docket No. 648]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

- Certificate of No Objection Regarding Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Conflicts Counsel for the Debtors and Debtors in Possession *nunc pro tunc* to the Petition Date [Docket No. 649]
- First Supplemental Declaration of Pauline K. Morgan in Support of Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Conflicts Counsel for the Debtors and Debtors in Possession *nunc pro tunc* to the Petition Date [Docket No. 651]

On November 13, 2018, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via Overnight Mail on Akin Gump Strauss Hauer & Feld LLP, Attn: Ira Dizengoff and Philip Dublin, One Bryant Park, New York, NY 10036:

- Certificate of No Objection Regarding Application of Debtors' for Authority to Retain and Employ Paul, Weiss, Rifkind, Wharton & Garrison LLP as Attorneys for the Debtors and Debtors in Possession *nunc pro tunc* to the Petition Date [Docket No. 647]
- Certificate of No Objection Regarding Application of Debtors' for Authority to Retain and Employ Alvarez & Marsal North America, LLC as Financial Advisor for the Debtors and Debtors in Possession *nunc pro tunc* to the Petition Date [Docket No. 648]
- Certificate of No Objection Regarding Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Conflicts Counsel for the Debtors and Debtors in Possession *nunc pro tunc* to the Petition Date [Docket No. 649]
- First Supplemental Declaration of Pauline K. Morgan in Support of Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Conflicts Counsel for the Debtors and Debtors in Possession *nunc pro tunc* to the Petition Date [Docket No. 651]

On November 13, 2018, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the Master Service List attached hereto as **Exhibit B**:

• Reply in Support of Debtors' Application for an Order Authorizing the Retention and Employment of Evercore Group L.L.C. as Investment Banker for the Debtors *nunc pro tunc* to the Petition Date [Docket No. 671]

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Dated: November 16, 2018

State of New York County of New York

Subscribed and sworn to (or affirmed) before me on November 16, 2018, by Jesse Offenhartz, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature:

ROBERT J. RUBEL JR.
NOTARY PUBLIC OF NEW JERSEY
Comm. # 50070782
My Commission Expires 10/25/2022

3 SRF 28909

Exhibit A

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Master Email Service List Served via Email

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In re: Sears Holdings Corporation, et al.

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In re: Sears Holdings Corporation, et al.

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(8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top		2950 Express Drive South, Suite 210	
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In re: Sears Holdings Corporation, et al.

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In re: Sears Holdings Corporation, et al.

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Exhibit B

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Appraisal District, Burnet Central Appraisal District, Cherokee County				
Appraisal District, The County of Cherokee, Texas, The County of Coma				
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Denton County Road Utility District #1, County of Erath, The County of				
Guadalupe, Texas, Harrison Central Appraisal District, The County of				
Harrison, Texas, The County of Hays, Texas, The County of Henderson,				
Texas, The County of Jasper, Texas, Groesbeck Independent School				
District, The City of Groesbeck, Texas, Mexia Independent School				
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Midland Central Appraisal District, Central Appraisal District of Taylor		A		
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